

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

FEDERAL HOUSING FINANCE AGENCY, AS  
CONSERVATOR FOR THE FEDERAL NATIONAL  
MORTGAGE ASSOCIATION AND THE FEDERAL  
HOME LOAN MORTGAGE CORPORATION,

Plaintiff,

-against-

BARCLAYS BANK PLC., *et al.*,

Defendants.

11 Civ. 6190 (DLC)

FEDERAL HOUSING FINANCE AGENCY, AS  
CONSERVATOR FOR THE FEDERAL HOME LOAN  
MORTGAGE CORPORATION,

Plaintiff,

-against-

ALLY FINANCIAL, INC., *et al.*,

Defendants.

11 Civ. 7010 (DLC)

**JOINT MOTION TO STAY PROCEEDINGS**

1. On April 24, 2014, Plaintiff Federal Housing Finance Agency, as Conservator of the Federal Home Loan Mortgage Corporation and the Federal National Mortgage Association (collectively, “Plaintiff”), and Defendants Barclays Bank PLC, Barclays Capital Inc. (“Barclays Capital”), Securitized Asset Backed Receivables LLC, Michael Wade, John Carroll, and Paul Menefee (collectively, the “Barclays Defendants”) entered into a settlement agreement (the “Agreement”) to resolve claims in *Federal Housing Finance Agency v. Barclays Bank PLC, et*

*al.*, No. 11 Civ. 6190 (DLC) (S.D.N.Y.) (the “*Barclays Action*”), as well as claims against Barclays Capital in *Federal Housing Finance Agency v. Ally Financial Inc., et al.*, No. 11 Civ. 7010 (DLC) (S.D.N.Y.) (the “*Ally Action*”).

2. Under the terms of the Agreement, Plaintiff and the Barclays Defendants (the “Parties”) agreed jointly to move for a stay of the claims against the Barclays Defendants in the *Barclays* and *Ally* Actions within one business day of executing the Agreement; the Parties do not request a stay of proceedings involving any other party or claim in the *Ally Action*.

3. In accordance with the terms of the Agreement, the Parties shall jointly file a stipulation of voluntary dismissal with prejudice of the *Barclays Action* within one business day of the GSEs’ receipt of the Settlement Payment, and shall move to dismiss FHFA’s claims against Barclays Capital in the *Ally Action* within five business days of the GSEs’ receipt of the Settlement Payment. Presently, the Parties anticipate the Settlement Payment to be made on or before May 8, 2014;

4. The Parties, therefore, request that the Court enter the enclosed proposed order granting the Parties’ Motion to Stay Proceedings until the *Barclays Action* has been dismissed and all claims against Barclays Capital in the *Ally Action* have been dismissed.

Dated: April 24, 2014  
New York, New York

Respectfully submitted,

By: /s/ Philippe Z. Selendy  
Philippe Z. Selendy  
(philippeselendy@quinnemanuel.com)  
Manisha M. Sheth  
(manishasheth@quinnemanuel.com)  
Jordan A. Goldstein  
(jordangoldstein@quinnemanuel.com)  
QUINN EMANUEL URQUHART &  
SULLIVAN, LLP  
51 Madison Avenue  
22<sup>nd</sup> Floor  
New York, New York 10010  
Tel. (212) 849-7000  
Fax. (212) 849-7100

By: /s/ Kanchana Wangkeo Leung  
Christopher P. Johnson  
(cjohnson@kasowitz.com)  
Michael A. Hanin  
(mhanin@kasowitz.com)  
Kanchana Wangkeo Leung  
(kleung@kasowitz.com)  
KASOWITZ, BENSON, TORRES &  
FRIEDMAN LLP  
1633 Broadway  
New York, New York 10019  
Tel. (212) 506-1805

*Attorneys for Plaintiff  
Federal Housing Finance Agency*

By: /s/ Brian T. Frawley  
David H. Braff  
(braffd@sullcrom.com)  
Brian T. Frawley  
(frawleyb@sullcrom.com)  
Jeffrey T. Scott  
(scottj@sullcrom.com)  
SULLIVAN & CROMWELL LLP  
125 Broad Street  
New York, NY 10004  
Tel. (212) 558-4000

*Attorneys for the Barclays Defendants*